



Local.com

Local.com Corporation Board Meeting
July 5, 2007

NOT FOR PUBLIC RELEASE

CONFIDENTIAL

LCL 000376

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Agenda

1. Call meeting to order

REDACTED

**CONFIDENTIAL AND
NONRESPONSIVE**

4. Update on debenture conversion
5. Update on financing discussions
6. Adjourn

Confidential **CONFIDENTIAL**

LCL 000377

**REDACTED -
CONFIDENTIAL AND
NONRESPONSIVE**

LCL 000378 - 000381

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Update on Debenture Conversion

- Hearst has converted 100% of their note into equity

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LCL 000382

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Financing Discussion

REDACTED

- Right of first refusal to Hearst goes away, however, we still require waivers of Hearst and Greenway to do PIPE

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NONRESPONSIVE

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Adjourn

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LCL 000384

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**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
LOCAL.COM CORPORATION**

Date July 18, 2007

A meeting of the Board of Directors of LOCAL.COM CORPORATION, a Delaware corporation (the "Corporation"), was held in Irvine, California, on the 18th day of July, 2007. Heath Clarke, Chairman of the Board, called the meeting to order at 2:30 p.m. and served as Chairman of the meeting.

Board members Heath Clarke, Philip Fricke, Theodore Lavoie, Norman Farra, and John Rehfeld, were present at the meeting. Also present at the meeting was Derek D. Dundas of Rutan & Tucker, LLP, counsel to the Corporation. All directors confirmed that they could clearly hear each other. The Chairman asked Mr. Dundas to record the minutes of the meeting.

The Chairman confirmed that all the members of the Board of Directors were duly noticed of the meeting pursuant to the provisions of the California Corporations Code and the Bylaws of the Corporation, and, no director objecting to the form or timing of the notice given, the Chairman called the meeting to order.

The Chairman began the meeting by leading a discussion concerning the proposed acquisition of PremierGuide, Inc.

REDACTED

**CONFIDENTIAL AND
NONRESPONSIVE**

**REDACTED -
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NONRESPONSIVE**

LCL 000386 - 000389

GENERAL AUTHORITY

RESOLVED FURTHER, that the Board of Directors and officers of the Corporation be, and each of them hereby is, authorized and directed to take all such actions and to execute and deliver, in the name and on behalf of the Corporation and under its seal or otherwise, any and all documents, certificates and instruments, and to pay all such expenses, as they or any of them may deem necessary or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereby; and that the taking of each such action, the execution and delivery of each such document or instrument, and the payment of each such expense shall be conclusive evidence of its necessity or advisability, and that any such action previously taken by any member of the Board of the Corporation in this respect hereby is approved, ratified, adopted and confirmed.

RESOLVED FURTHER, that the Board of Directors and officers of the Corporation be, and each of them hereby is, authorized and directed, on behalf of the Corporation, to take such other and further action and to execute such other and further documents and instruments and to make such other filings as may be necessary or advisable or appropriate to carry out the intent of the foregoing resolutions.

RESOLVED FURTHER, that these resolutions adopted by the Board of Directors may be executed in any number of counterparts, and by facsimile transmission, and each such counterpart shall be deemed an original and all of which counterparts, when taken together, shall constitute one and the same instrument.

RESOLVED FURTHER, that the authority hereby conferred shall be deemed retroactive, and any and all acts or undertakings by, on behalf and in the name of the Corporation effectuating the foregoing, made or executed and delivered prior to the passage of these resolutions are hereby approved, ratified and confirmed in all respect and for all purposes.

There being no further business to have come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting of the Board of Directors was adjourned.

Dated: July 18, 2007.

Secretary of the Meeting